

B7 (Official Form 7) (12/07)

**United States Bankruptcy Court
Southern District of Texas**

In re **Southwest Guaranty, Ltd.**

Debtor(s)

Case No. **10-32200-H3-11**Chapter **11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None
☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$25,832.67	2010 YTD:
\$732,898.84	2009:
\$1,568,407.00	2008:

2. Income other than from employment or operation of business

None ☒ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

None ☒ *Complete a. or b., as appropriate, and c.*

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF CREDITORDATES OF
PAYMENTS

AMOUNT PAID

AMOUNT STILL
OWING

None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF
PAYMENTS/
TRANSFERSAMOUNT
PAID OR
VALUE OF
TRANSFERSAMOUNT STILL
OWING**Winderweedle, Haines**

1/26/2010 \$10,000
3/2/2010 \$5,448.01
(Legal Fees paid on
Parliament Partners
Lawsuit)

\$15,448.01**\$0.00**

None ☐ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND
RELATIONSHIP TO DEBTOR

DATE OF PAYMENT

AMOUNT PAID

AMOUNT STILL
OWING

See attached Exhibit
SOFA NOS. 3-C, 10, and 23

\$0.00**\$0.00****4. Suits and administrative proceedings, executions, garnishments and attachments**

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT
AND CASE NUMBER

NATURE OF PROCEEDING

COURT OR AGENCY
AND LOCATIONSTATUS OR
DISPOSITION

Southwest Guaranty, Ltd. v.
Parliament Partners, Inc.,
Donald Martin Granatstein,
Gerald Cadesky, and The
Gardens, LLC, Case No.
2010-CA-04108-O

Breach of Agreement,
Fraudulent transfer,
Constructive Trust and
Appointment of a Receiver

In the Circuit Court of the
Ninth Judicial Circuit in and
for Orange County, Florida

Pending; Secured Lender
Compass Bank filed its Motion
to Intervene.

EXHIBIT SOFA NOS. 3-C, 10 AND 23**Payments to Russell T Gaines (from 3/1/2009 to 3/17/2010); SWG, Ltd President****Expenses**

<u>Date</u>	<u>check #</u>		<u>Amount</u>	<u>Comment</u>
3/3/09	6183	Russell T. Gaines	\$	415.24 office expense reimb
3/16/09	6212	Russell T. Gaines	\$	450.04 office expense reimb
3/24/09	6229	Russell T. Gaines	\$	795.35 office expense reimb
3/31/09	6236	Russell T. Gaines	\$	329.27 office expense reimb
4/3/09	6245	Russell T. Gaines	\$	189.16 office expense reimb
4/15/09	6278	Russell T. Gaines	\$	136.19 office expense reimb
4/20/09	6282	Russell T. Gaines	\$	733.70 office expense reimb
4/23/09	6294	Russell T. Gaines	\$	500.82 office expense reimb
4/24/09	6296	Russell T. Gaines	\$	315.99 office expense reimb
4/29/09	6307	Russell T. Gaines	\$	382.70 office expense reimb
5/21/09	6358	Russell T. Gaines	\$	240.27 office expense reimb
5/27/09	6366	Russell T. Gaines	\$	456.59 office expense reimb
6/1/09	6381	Russell T. Gaines	\$	1,488.99 office expense reimb
6/9/09	6393	Russell T. Gaines	\$	1,371.03 office expense reimb
7/9/09	6510	Russell T. Gaines	\$	902.84 office expense reimb
7/21/09	6529	Russell T. Gaines	\$	175.00 office expense reimb
7/21/09	6531	Russell T. Gaines	\$	74.81 office expense reimb
7/29/09	6551	Russell T. Gaines	\$	303.75 office expense reimb
7/31/09	6552	Russell T. Gaines	\$	243.60 office expense reimb
8/7/09	6574	Russell T. Gaines	\$	299.10 office expense reimb
9/8/09	6633	Russell T. Gaines	\$	302.46 office expense reimb
9/16/09	6492	Russell T. Gaines	\$	421.00 office expense reimb
9/16/09	6493	Russell T. Gaines	\$	250.00 office expense reimb
10/16/09	6686	Russell T. Gaines	\$	1,215.99 office expense reimb
11/4/09	6707	Russell T. Gaines	\$	722.36 office expense reimb
11/12/09	6723	Russell T. Gaines	\$	390.63 office expense reimb
11/18/09	6733	Russell T. Gaines	\$	61.98 office expense reimb
12/8/09	6755	Russell T. Gaines	\$	278.36 office expense reimb
12/11/09	6758	Russell T. Gaines	\$	1,173.70 office expense reimb
12/21/09	6775	Russell T. Gaines	\$	255.21 office expense reimb
1/6/10	6796	Russell T. Gaines	\$	175.82 office expense reimb
1/22/10	6823	Russell T. Gaines	\$	358.19 office expense reimb
2/25/10	6880	Russell T. Gaines	\$	325.76 office expense reimb
3/8/10	6918	Russell T. Gaines	\$	132.35 office expense reimb
3/12/10	wire0312	Russell T. Gaines	\$	1,411.95 office expense reimb
Total Expenses Reimbursed			\$	17,280.20
5/20/09	1012	Russell T. Gaines	\$	4,500.00 advance that was repaid later SWAP
2/22/10	RTG02221		\$	3,500.00 advance that was repaid on the same day
3/9/10	RTG0309	RTG0309	\$	750.00 advance that was repaid later
Total pass thru advances - repaid			\$	8,750.00

3/13/2009	\$	2,698.85	Direct Deposit - Payroll
3/30/2009	\$	2,698.85	Direct Deposit - Payroll
4/15/2009	\$	2,698.85	Direct Deposit - Payroll
4/30/2009	\$	2,698.85	Direct Deposit - Payroll
5/15/2009	\$	2,698.85	Direct Deposit - Payroll
5/29/2009	\$	2,698.86	Direct Deposit - Payroll
6/15/2009	\$	2,698.84	Direct Deposit - Payroll
6/30/2009	\$	2,682.58	Direct Deposit - Payroll
7/15/2009	\$	2,682.59	Direct Deposit - Payroll
7/30/2009	\$	2,682.57	Direct Deposit - Payroll
8/14/2009	\$	2,682.58	Direct Deposit - Payroll
8/28/2009	\$	2,682.59	Direct Deposit - Payroll
9/15/2009	\$	2,682.57	Direct Deposit - Payroll
9/30/2009	\$	2,682.58	Direct Deposit - Payroll
10/15/2009	\$	2,682.59	Direct Deposit - Payroll
10/30/2009	\$	2,682.57	Direct Deposit - Payroll
11/13/2009	\$	2,682.58	Direct Deposit - Payroll
11/30/2009	\$	2,682.59	Direct Deposit - Payroll
12/15/2009	\$	2,682.57	Direct Deposit - Payroll

12/30/2009	\$	2,682.58	Direct Deposit - Payroll
1/15/2010	\$	2,682.58	Direct Deposit - Payroll
1/29/2010	\$	2,682.58	Direct Deposit - Payroll
2/21/2010	\$	2,682.58	Direct Deposit - Payroll
2/26/2010	\$	2,682.58	Direct Deposit - Payroll
3/15/2010	\$	2,682.58	Direct Deposit - Payroll
Total Payroll	\$	67,178.39	

Payments to Carlyle (from 3/1/2009 to 3/17/2010)**Company owned by Russ's sister Allssa Gaines and to whom SWG owes N/P on Arches Loan**

<u>Date</u>	<u>check #</u>	<u>Amount</u>	<u>Comment</u>
4/3/09	wire	\$ 2,312.80	03/09 Carlyle
6/2/09	wire	\$ 2,043.09	Arches loan payment - Carlyle 04/09
7/7/09	wire	\$ 1,984.30	Arches loan payment - Carlyle 05/09
8/5/09	wire	\$ 2,010.64	Arches loan payment - Carlyle 07/09
9/16/09	wire	\$ 1,500.00	loan - repaid
10/9/09	wire	\$ 2,041.70	Arches loan payment - Carlyle 06/09
11/4/09	wire	\$ 2,043.59	Arches loan payment - Carlyle 08/09
12/2/09	wire	\$ 2,043.73	Arches loan payment - Carlyle 09/09
Total for Carlyle		\$ 15,979.85	

Payments to Betty Williams (from 3/1/2009 to 3/17/2010)**Kelly William's mother. Owned Don Crowley loan which we serviced for her. We foreclosed on the loan**

<u>Date</u>	<u>check #</u>	<u>Amount</u>	<u>Comment</u>
3/11/09	6203 Betty Williams	\$ 1,408.78	Loan Servicing
5/4/09	6317 Betty Williams	\$ 1,408.78	Loan Servicing
5/19/09	6342 Betty Williams	\$ 1,478.78	Loan Servicing
6/25/09	6456 Betty Williams	\$ 1,478.36	Loan Servicing
8/4/09	6558 Betty Williams	\$ 1,408.78	Loan Servicing
8/17/09	6595 Betty Williams	\$ 1,408.78	Loan Servicing
9/14/09	6647 Betty Williams	\$ 1,408.36	Loan Servicing
10/19/09	6684 Betty Williams	\$ 1,408.36	Loan Servicing
Total for Betty Williams		\$ 11,408.98	

Payments to Cinco Amigos(from 3/1/2009 to 3/17/2010)**Cinco Amigos are owned by Russ Gaines, Kelly Williams, John MacFarlane, Bob Easley and Don Knight****Funds from Loan Servicing**

<u>Date</u>	<u>check #</u>	<u>Amount</u>	<u>Comment</u>
3/17/09	1006 Cinco Amigos, Ltd.	15,579.40	
4/15/09	1009 Cinco Amigos, Ltd.	15,657.08	
5/18/09	6337 Cinco Amigos, Ltd.	\$ 15,642.27	
6/26/09	1014 Cinco Amigos, Ltd.	15,188.55	
8/5/09	Cinco0709 Cinco Amigos, Ltd.	16,118.32	
10/5/09	Cinco1AND! Cinco Amigos, Ltd.	9,577.09	
10/20/09	Cinco_090! Cinco Amigos, Ltd.	6,099.84	
12/11/09	cinco_trev Cinco Amigos, Ltd.	467.46	
12/17/09	Cinco1109! Cinco Amigos, Ltd.	\$ 5,796.69	
1/7/10	Cinco_120! Cinco Amigos, Ltd.	1,076.47	
1/15/10	Cinco1009 Cinco Amigos, Ltd.	12,038.59	
2/4/10	Cinco0210! Cinco Amigos, Ltd.	1,100.12	
2/25/10		7,501.80	
Total for loans owned by Cinco		\$ 121,843.68	

Funds from Rent on Campbell Bulldog in which SWG used to reside

3/11/09	6204 Cinco Amigos, Ltd.	\$ 5,000.00
3/23/09	6227 Cinco Amigos, Ltd.	\$ 5,000.00
4/13/09	6266 Cinco Amigos, Ltd.	\$ 5,000.00
5/19/09	6339 Cinco Amigos, Ltd.	\$ 5,000.00
6/22/09	6446 Cinco Amigos, Ltd.	\$ 5,000.00
Total for rent		\$ 25,000.00

Payments to Bob Easley (Class B in Ltd and Sub-debt holders in SWGP LLC - subsidiary of SWG Ltd)

3/2/09	6179	Bob Easley	\$	2,200.00	Class B
3/2/09	6180	Bob Easley	\$	1,666.67	SWGP Interest
4/3/09	6240	Bob Easley	\$	2,200.00	Class B
4/3/09	6241	Bob Easley	\$	1,666.67	SWGP Interest
5/1/09	6309	Bob Easley	\$	2,200.00	Class B
5/1/09	6313	Bob Easley	\$	1,666.67	SWGP Interest
6/9/09	6402	Bob Easley	\$	2,200.00	Class B
6/9/09	6403	Bob Easley	\$	1,666.67	SWGP Interest
7/6/09	6480	Bob Easley	\$	3,866.67	Class B & SWGP Int
8/5/09	6565	Bob Easley	\$	2,200.00	Class B
8/5/09	6566	Bob Easley	\$	1,666.67	SWGP Interest
9/8/09	6629	Bob Easley	\$	3,866.67	Class B & SWGP Int
10/5/09	6657	Bob Easley	\$	2,200.00	Class B
10/5/09	6658	Bob Easley	\$	1,666.67	SWGP Interest
Total for Bob			\$	30,933.36	

John MacFarlane - Director and V.P. of SWG, Ltd

5/1/09	6311	John MacFarlane	\$	3,300.00	Class B
5/1/09	6315	John MacFarlane	\$	625.00	SWGP Interest
8/5/09	6568	John MacFarlane	\$	625.00	SWGP Interest
8/5/09	6570	John MacFarlane	\$	3,300.00	Class B
10/14/09	6682	John MacFarlane	\$	95.52	Exp. Reimb
Total John			\$	7,945.52	

A. Kelly Williams - CEO of SWG; also owner of Rick's loan which SWG serviced for him

3/9/09	6199	Kelly Williams	\$	278.08	SWGP Sub-Debt Interest
3/11/09	6206	Kelly Williams	\$	5,901.93	Rick's Loan payment (serviced by Ltd)
4/13/09	6260	Kelly Williams	\$	307.88	SWGP Sub-Debt Interest
4/24/09	6295	Kelly Williams	\$	375.22	Exp. Reimb.
4/27/09	6305	Kelly Williams	\$	5,903.13	Rick's Loan payment (serviced by Ltd)
5/1/09	6310	Kelly Williams	\$	3,300.00	Class B
5/1/09	6314	Kelly Williams	\$	1,875.00	SWGP Interest
5/6/09	6322	Kelly Williams	\$	297.95	SWGP Sub-Debt Interest
5/19/09	6343	Kelly Williams	\$	5,904.34	Rick's Loan payment (serviced by Ltd)
5/28/09	6370	Kelly Williams	\$	483.01	Exp. Reimb.
6/12/09	6411	Kelly Williams	\$	307.88	SWGP Sub-Debt Interest
6/15/09	6420	Kelly Williams	\$	5,905.56	Rick's Loan payment (serviced by Ltd)
7/9/09	6505	Kelly Williams	\$	297.95	SWGP Sub-Debt Interest
7/13/09	6513	Kelly Williams	\$	5,906.79	Rick's Loan payment (serviced by Ltd)
8/5/09	6567	Kelly Williams	\$	1,875.00	SWGP Interest
8/5/09	6569	Kelly Williams	\$	3,300.00	Class B
8/10/09	6579	Kelly Williams	\$	307.88	SWGP Sub-Debt Interest
8/18/09	6598	Kelly Williams	\$	97.79	Exp. Reimb.
8/24/09	6604	Kelly Williams	\$	5,908.03	Rick's Loan payment (serviced by Ltd)
9/8/09	6630	Kelly Williams	\$	5,909.29	Rick's Loan payment (serviced by Ltd)
9/14/09	6484	Kelly Williams	\$	307.88	SWGP Sub-Debt Interest
9/14/09	6488	Kelly Williams	\$	15.57	Exp. Reimb.
10/6/09	6660	Kelly Williams	\$	5,910.55	Rick's Loan payment (serviced by Ltd)
10/20/09	6679	Kelly Williams	\$	297.95	SWGP Sub-Debt Interest
10/28/09	6699	Kelly Williams	\$	48.53	Exp. Reimb.
11/6/09	6708	Kelly Williams	\$	5,911.82	Rick's Loan payment (serviced by Ltd)
11/12/09	6720	Kelly Williams	\$	307.88	SWGP Sub-Debt interest
12/4/09	6743	Kelly Williams	\$	5,913.11	Rick's Loan payment (serviced by Ltd)
1/4/10	6785	Kelly Williams	\$	25.43	Exp. Reimb.
1/7/10	6800	Kelly Williams	\$	5,520.76	Rick's Loan payment (serviced by Ltd)
2/5/10	6843	Kelly Williams	\$	5,473.18	Rick's Loan payment (serviced by Ltd)
2/12/10	6852	Kelly Williams	\$	48.50	Exp. Reimb.
Total Kelly			\$	84,223.87	

Milestone Venture Group - limited partner of SWG, Ltd; also SWG services loans for Milestone

3/11/09	6205	Milestone Venture Gr	\$	10,000.00	Monthly Management Fee
3/11/09	6208	Milestone Venture Gr	\$	23,789.10	Proceeds from the loans that Ltd services

4/16/09	6279	Milestone Venture Gr	\$	23,789.10	Proceeds from the loans that ltd services
4/27/09	6299	Milestone Venture Gr	\$	10,000.00	Monthly Management Fee
5/19/09	6344	Milestone Venture Gr	\$	23,789.10	Proceeds from the loans that ltd services
6/9/09	6401	Milestone Venture Gr	\$	1,902.98	Exp. Reimb
6/15/09	6416	Milestone Venture Gr	\$	10,000.00	Monthly Management Fee
6/22/09	6438	Milestone Venture Gr	\$	5.00	Exp. Reimb
6/22/09	6441	Milestone Venture Gr	\$	16,992.22	Proceeds from the loans that ltd services
7/15/09	6520	Milestone Venture Gr	\$	10,000.00	Monthly Management Fee
7/28/09	6549	Milestone Venture Gr	\$	26,069.04	Proceeds from the loans that ltd services
9/8/09	6631	Milestone Venture Gr	\$	10,266.67	Proceeds from the loans that ltd services
9/14/09	6485	Milestone Venture Gr	\$	10,000.00	Monthly Management Fee
9/21/09	6650	Milestone Venture Gr	\$	18,285.25	Proceeds from the loans that ltd services
10/19/09	6688	Milestone Venture Gr	\$	10,235.56	Proceeds from the loans that ltd services
11/5/09	6709	Milestone Venture Gr	\$	8,806.73	Proceeds from the loans that ltd services
11/5/09	6710	Milestone Venture Gr	\$	10,204.45	Proceeds from the loans that ltd services
12/7/09	6751	Milestone Venture Gr	\$	10,173.34	Proceeds from the loans that ltd services
1/7/10	6801	Milestone Venture Gr	\$	10,142.23	Proceeds from the loans that ltd services
2/5/10	6844	Milestone Venture Gr	\$	10,111.11	Proceeds from the loans that ltd services
Total for Milestone			\$	254,561.88	

Don Knight class B in SWG, Ltd and Sub-Debt holder in SWGP LLC (subsidiary)

3/9/09	6197	Don Knight	\$	3,893.15	SWG Sub-Debt Interest
4/13/09	6258	Don Knight	\$	4,310.27	SWG Sub-Debt Interest
5/1/09	6312	Don Knight	\$	6,600.00	Class B
5/6/09	6320	Don Knight	\$	4,171.23	SWG Sub-Debt Interest
6/12/09	6409	Don Knight	\$	4,310.27	SWG Sub-Debt Interest
7/9/09	6503	Don Knight	\$	4,171.23	SWG Sub-Debt Interest
8/5/09	6571	Don Knight	\$	6,600.00	Class B
8/10/09	6577	Don Knight	\$	4,310.27	SWG Sub-Debt Interest
9/14/09	6649	Don Knight	\$	4,310.27	SWG Sub-Debt Interest
10/20/09	6677	Don Knight	\$	4,171.23	SWG Sub-Debt Interest
11/12/09	6718	Don Knight	\$	4,310.27	SWG Sub-Debt Interest
Total for Don			\$	51,158.19	

Barbara Graham, William Soltis, Robin Harrison, and Eva Greer are sub-debt holders in SWGP, LLC
Payments below were made on behalf of Southwest Guaranty Partners, LLC

3/9/09	6196	Barbara Graham	\$	2,780.82	SWG Sub-Debt Interest
4/13/09	6257	Barbara Graham	\$	3,078.77	SWG Sub-Debt Interest
5/6/09	6319	Barbara Graham	\$	2,979.45	SWG Sub-Debt Interest
6/12/09	6408	Barbara Graham	\$	3,078.77	SWG Sub-Debt Interest
7/9/09	6502	Barbara Graham	\$	2,979.45	SWG Sub-Debt Interest
8/10/09	6576	Barbara Graham	\$	3,078.77	SWG Sub-Debt Interest
9/14/09	6648	Barbara Graham	\$	3,078.77	SWG Sub-Debt Interest
10/20/09	6676	Barbara Graham	\$	2,979.45	SWG Sub-Debt Interest
11/12/09	6717	Barbara Graham	\$	3,078.77	SWG Sub-Debt Interest

3/9/09	6198	Eva D. Geer	\$	1,390.41	SWG Sub-Debt Interest
4/13/09	6259	Eva D. Geer	\$	1,539.38	SWG Sub-Debt Interest
5/20/09	6345	Eva D. Geer	\$	1,489.73	SWG Sub-Debt Interest
6/12/09	6410	Eva D. Geer	\$	1,539.38	SWG Sub-Debt Interest
7/9/09	6504	Eva D. Geer	\$	1,489.73	SWG Sub-Debt Interest
8/10/09	6578	Eva D. Geer	\$	1,539.38	SWG Sub-Debt Interest
9/14/09	6483	Eva D. Geer	\$	1,539.38	SWG Sub-Debt Interest
10/20/09	6678	Eva D. Geer	\$	1,489.73	SWG Sub-Debt Interest
11/12/09	6719	Eva D. Geer	\$	1,539.38	SWG Sub-Debt Interest

3/9/09	6201	William Soltis	\$	1,390.41	SWG Sub-Debt Interest
4/13/09	6256	William Soltis	\$	1,539.38	SWG Sub-Debt Interest
4/13/09	6262	William Soltis	\$	1,539.38	SWG Sub-Debt Interest
5/6/09	6324	William Soltis	\$	1,489.73	SWG Sub-Debt Interest
6/12/09	6413	William Soltis	\$	1,539.38	SWG Sub-Debt Interest
7/9/09	6507	William Soltis	\$	1,489.73	SWG Sub-Debt Interest

8/10/09	6581	William Soltis	\$	1,539.38	SWGP Sub-Debt Interest
9/14/09	6487	William Soltis	\$	1,539.38	SWGP Sub-Debt Interest
10/20/09	6681	William Soltis	\$	1,489.73	SWGP Sub-Debt Interest
11/12/09	6722	William Soltis	\$	1,539.38	SWGP Sub-Debt Interest

3/9/09	6200	Robin Harrison	\$	1,390.41	SWGP Sub-Debt Interest
4/13/09	6261	Robin Harrison	\$	1,539.38	SWGP Sub-Debt Interest
5/6/09	6323	Robin Harrison	\$	1,489.73	SWGP Sub-Debt Interest
6/12/09	6412	Robin Harrison	\$	1,539.38	SWGP Sub-Debt Interest
7/9/09	6506	Robin Harrison	\$	1,489.73	SWGP Sub-Debt Interest
8/10/09	6580	Robin Harrison	\$	1,539.38	SWGP Sub-Debt Interest
9/14/09	6486	Robin Harrison	\$	1,539.38	SWGP Sub-Debt Interest
10/20/09	6680	Robin Harrison	\$	1,489.73	SWGP Sub-Debt Interest
11/12/09	6721	Robin Harrison	\$	1,539.38	SWGP Sub-Debt Interest
Total Sub-debt Holders			\$	69,321.90	

					Wired escrow funds so SWGP could continue loan servicing without interruption as Debtor's account was simply a passthrough account for loan servicing of other entities.
3/17/10	wire	to SWGP, LCL	\$	15,000.00	

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Southwest Guaranty, Ltd., et al. v. US Oil Acquisitions & Oil, Inc., et al.; Adversary Proceeding No. 09-50936; Main Case No. 09-10876 In Re: Dr. R. C. Samanta Roy Institute of Science & Technology, Inc.	Complaint for Injunctive Relief/Declaratory Judgment on \$2.9 million promissory note.	United States Bankruptcy Court for the District of Delaware	Adversary Proceeding is Pending due to the Stay Pending Appeal in the District Court. The main case 09-10876 has been dismissed.
US Oil Acquisitions & Oil, Inc., et al. v. Southwest Guaranty, Ltd., et al.; Adversary Proceeding No. 09-51527; Main Case No. 09-10876 In Re: Dr. R. C. Samanta Roy Institute of Science & Technology, Inc.	Determination of validity or priority of liens	United States Bankruptcy Court for the District of Delaware	Pending
Green Mountain Financial Fund, LLC v. Lori Rappaport Lacroix, et al. v. Southwest Guaranty, Ltd., et al., Case No. 09-1216-SEB-TAB; Related case #10-01311 in the 7th Circuit Court of Clark County, 10C01-0909-MF-687	Appeal - Civil Rights Act	Southern District of Indiana (Indianapolis)	Closed - Remanded to 7th Circuit Court of Clark County
Southwest Guaranty, Ltd. v. U.S. Acquisitions & Oil, Inc., et al; Case No. 08-CV-629	Foreclosure of Mortgage	In the Circuit Court Branch I of Shawano County, State of Wisconsin	Pending

None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None ☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Juvenile Diabetes Research Foundation 2425 Fountainview, Suite 280 Houston, TX 77057		2/17/2010	500.00

8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Hoover Slovacek LLP 5847 San Felipe, Suite 2200 Houston, TX 77057	3/17/2010; Milestone Venture Group	\$30,000

10. Other transfers

- None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Southwest Guaranty Partners Three Riverway, Suite 1010 Houston, TX 77056 Affiliate	3/16/2010	Transferred escrow funds in the amount of \$15,000 as Southwest Guaranty Partners will be servicing the loans.

See Exhibit SOFA NOS. 3C, 10 and 23

- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Founders Bank P O Box 25005 Sugar Land, TX 77496	Savings Account No. 1113	11/30/2009; \$13.07
Founders Bank P O Box 25005 Sugar Land, TX 77496	Operating #2 Account No. 8960	11/9/2009; \$56.70
Compass Bank	Operating Account No. 5168	1/22/2010; \$157.63

12. Safe deposit boxes

- None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
Milestone Venture Group Three Riverway, Suite 1010 Houston, TX 77056	Office Furniture: Russell Gaines: two chairs, round table, office chair, office desk, credenza. Storage Room: metal shelving. Lobby: three pictures, framed tapestry, desk, and two armed chairs. Kitchen: reffridgator, microwave	Three Riverway, Suite 1285, Houston, TX 77056
See attached Exhibit SOFA 14	List of loans serviced for other Lenders.	

Southwest Guaranty, LTD

Loan Servicing List

as of 03/17/2010

<i>Loan Name</i>	<i>Principal Balance</i>	<i>Service Fees</i>
Southwest Guaranty Investors, Ltd		
Loan Servicing Portfolio -25 Loans	24,013,950.65	5,002.91
A. Kelly Williams		
Loan Servicing Portfolio -3 Loans	2,589,176.56	539.41
Peabody State Bank		
Loan Servicing Portfolio -1 Loan	113,605.97	23.67
Cinco Amigos		
Loan Servicing Portfolio -2 Loans	1,854,182.49	386.29
Milestone		
Loan Servicing Portfolio -2 Loans	2,050,121.48	0.00
GMFF		
Loan Servicing Portfolio -1 Loan	3,142,812.00	0.00

NAME AND ADDRESS OF OWNER Konica Minolta Business Solutions USA 100 Williams Drive Ramsey, NJ 07746	DESCRIPTION AND VALUE OF PROPERTY Konica Minolta Bizhub C253	LOCATION OF PROPERTY
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15. Prior address of debtor

None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS 1313 Campbell Road, Building D Houston, TX 77055	NAME USED	DATES OF OCCUPANCY 5/2003 to 6/2009
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16. Spouses and Former Spouses

None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

None

- ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Southwest Guaranty, Ltd.	91-2196891	Three Riverway, Suite 1285 Houston, TX 77056	Commercial real estate lender and loan servicer	5/19/2003
Southwest Guaranty Partners, LLC	20-2632990	Three Riverway, Suite 1010 Houston, TX 77056	Loan holder Debtor owns 50% of the company.	Need beginning date

None

- ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None

- ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Natalie Sirota Three Riverway, Suite 1285 Houston, TX 77056	Senior Accountant; July 2004 - Present

None

- ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
Gainer Donnelly & Desroches	5847 San Felipe, Suite 1100 Houston, TX 77057	Auditors - 2008
Wrinkle and Gardner	3231 West Parkwood Avenue Friendswood, TX 77546	Auditors - 2009

- None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME
Natalie Sirota

ADDRESS
**Three Riverway, Suite 1285
Houston, TX 77056**

- None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS
Compass Bank

DATE ISSUED

20. Inventories

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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- None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21. Current Partners, Officers, Directors and Shareholders

- None ☐ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
Russell T. Gaines Three Riverway, Suite 1285 Houston, TX 77056	Limited Partner	39.6% Capital; 39.204% Profit
Milestone Venture Group "A" Three Riverway, Suite 1010 Houston, TX 77056	Limited Partner	7.01% Capital; 58.806% Profit
Southwest Guaranty Management, Inc. Three Riverway, Suite 1010 Houston, TX 77056	General Partner	1.00% Capital; 0.99% Profit
Milestone Venture Group "B" Three Riverway, Suite 1010 Houston, TX 77056	Limited Partner	52.39% Capital; 0.00% Profit
Charles Francis 1202 Seagler Apt. 176 Houston, TX 77042	Limited Partner	0.00% Capital; 1.00% Profit

- None ☒ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
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22 . Former partners, officers, directors and shareholdersNone
☒a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME

ADDRESS

DATE OF WITHDRAWAL

None
☒b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS

TITLE

DATE OF TERMINATION

23 . Withdrawals from a partnership or distributions by a corporationNone
☐If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.NAME & ADDRESS
OF RECIPIENT,
RELATIONSHIP TO DEBTOR
See Exhibit SOFA NOS. 3C, 10 and 23DATE AND PURPOSE
OF WITHDRAWALAMOUNT OF MONEY
OR DESCRIPTION AND
VALUE OF PROPERTY**24. Tax Consolidation Group.**None
☒

If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.None
☒

If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date

Apr 1, 2010

Signature

Russell T. GainesRussell T. Gaines
President of Gen.Part., Southwest Guaranty
Management Inc.

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571